

Fill in this information to identify the case:

United States Bankruptcy Court for the:

_____ District of New Jersey
(State)

Case number (if known): _____ Chapter _____

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. **Debtor's name** OncoSec Medical Incorporated

2. **All other names debtor used in the last 8 years**

Include any assumed names, trade names, and *doing business* as names

3. **Debtor's federal Employer Identification Number (EIN)** 9 8 - 0 5 7 3 2 5 2

4. **Debtor's address**

Principal place of business

820 Bear Tavern Road

Number Street

Suite 200

Ewing NJ 08628

City State ZIP Code

Mercer

County

Mailing address, if different from principal place of business

Number Street

P.O. Box

City State ZIP Code

Location of principal assets, if different from principal place of business

Number Street

City 08 State ZIP Code

5. **Debtor's website (URL)** ir.oncosec.com

Debtor OncoSec Medical Incorporated Case number (if known) _____
 Name

6. Type of debtor

- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

7. Describe debtor's business*A. Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

3 2 5 4

8. Under which chapter of the Bankruptcy Code is the debtor filing?*Check one:*

- ☒ Chapter 7
☐ Chapter 9
☐ Chapter 11. *Check all that apply:*

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

Debtor OncoSec Medical Incorporated Case number (if known) _____
Name

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years? ☒ No
☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY
 If more than 2 cases, attach a separate list. District _____ When _____ Case number _____
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor? ☒ No
☐ Yes. Debtor _____ Relationship _____
 District _____ When _____
MM / DD / YYYY
 List all cases. If more than 1, attach a separate list. Case number, if known _____

11. Why is the case filed in this district? *Check all that apply:*
☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention? ☐ No
☒ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.
**Please see Exhibit 12-1 attached hereto.*
Why does the property need immediate attention? *(Check all that apply.)*
☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
 What is the hazard? _____
☐ It needs to be physically secured or protected from the weather.
☒ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
☐ Other _____

Where is the property? 3565 General Atomics Court
Number Street
Suite 100
San Diego CA 92121
City State ZIP Code

Is the property insured?
☐ No
☒ Yes. Insurance agency Marsh
 Contact name Sean Stephenson, ARM
 Phone (215) 246-1016

Statistical and administrative information

Debtor OncoSec Medical Incorporated
Name

Case number (if known) _____

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input checked="" type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|---|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input checked="" type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 06/14/2023
MM / DD / YYYY

 /s/ Robert H. Arch

Signature of authorized representative of debtor


Robert H. Arch, PhD

Printed name

Title President and Chief Executive Officer

Debtor OncoSec Medical Incorporated Case number (if known) _____
Name

18. Signature of attorney

 /s/John S. Mairo

Date 06/14/2023
MM / DD / YYYY

Signature of attorney for debtor

John S. Mairo, Esq.

Printed name

Porzio, Bromberg & Newman, P.C.

Firm name

100 Southgate Parkway

Number Street

Morristown

NJ 07962

City

State ZIP Code

(973) 538-4006

jsmairo@pbnlaw.com

Contact phone

Email address

021941994

NJ

Bar number

State

Exhibit 12-1

1. The Debtor has approximately 20,000 biological samples and other degradable materials located at 3565 General Atomics Court, Suite 100, San Diego, CA 92121, which require constant cooling from liquid nitrogen systems. Some of these materials are owned by third parties and are held by the Debtor pursuant to contract. If the electricity or liquid nitrogen supply is interrupted, these samples and materials would be destroyed within hours.
2. The Debtor has an extensive portfolio of international intellectual property rights, including, without limitation, patents and trademarks. This portfolio requires continuous attention to avoid having the Debtor's rights terminated or prejudiced.

**RESOLUTIONS BY UNANIMOUS WRITTEN CONSENT OF THE
BOARD OF DIRECTORS OF ONCOSEC MEDICAL INCORPORATED**

June 8, 2023

WHEREAS, the undersigned are the directors (the “Directors”) of OncoSec Medical Incorporated, a Nevada corporation (the “Company”); and

WHEREAS, the Directors, having considered the financial and operational conditions of the Company, and the strategic alternatives available to the Company, and having reviewed, considered and received the recommendation of senior management to the Company and the advice of the Company’s legal advisors with respect to such strategic alternatives, have determined that it is in the best interests of the Company and its creditors, shareholders, employees, stakeholders and other interested parties that the Company file a voluntary petition seeking relief under the provisions of Chapter 7 of Title 11 of the United States Code (the “Chapter 7”).

NOW, THEREFORE, BE IT:

RESOLVED, that the Directors hereby waive all notice and other requirements in connection with the presentation and adoption of these resolutions. These resolutions, including this waiver, shall be deemed filed with the records of the Company; and it is further

RESOLVED, that commencing a Chapter 7 case is in the best interests of the Company, its creditors, shareholders, employees, stakeholders and other interested parties and is hereby authorized and approved; and it is further

RESOLVED, that the Company hereby is authorized and empowered to file a petition seeking relief under the provisions of Chapter 7 in the United States Bankruptcy Court for the District of New Jersey (the “Bankruptcy Court”) and to file all papers and documents necessary or appropriate to effectuate and carry out the Chapter 7 filing and implement the Chapter 7 case once filed; and it is further

RESOLVED, that Robert H. Arch, Chief Executive Officer of the Company (referred to herein as the “Authorized Person”), hereby is authorized and empowered to (i) execute, verify and file on behalf of the Company all documents necessary or appropriate in connection with the preparation, filing and implementation of the Company’s Chapter 7 petition, including, without limitation, all petitions, schedules, statements of financial affairs, lists, and other papers or documents in connection with such Chapter 7 petition; (ii) take and perform any and all actions deemed necessary and appropriate to obtain such relief in connection with the Company’s Chapter 7 case, including the retention and payment of any professionals and/or advisors necessary or appropriate, and take all other actions deemed necessary and appropriate in connection with the

Chapter 7 case; (iii) appear as necessary at all bankruptcy proceedings on behalf of the Company; and (iv) pay all such fees, costs and expenses necessary or appropriate in order to carry out fully the intent and accomplish the purposes of the resolutions adopted herein; and it is further

RESOLVED, that the law firms of Hogan Lovells US LLP and Porzio, Bromberg & Newman P.C. hereby are employed as attorneys for the Company in connection with its Chapter 7 case and authorized to perform all legal services necessary or appropriate to prepare for, file and effectuate the Company's Chapter 7 case; and it is further

RESOLVED, that the Authorized Person hereby is authorized and empowered to (i) execute, verify and file on behalf of any subsidiary of the Company all documents necessary or appropriate in connection with the filing of a Chapter 7 petition; and (ii) take and perform any and all actions deemed necessary and proper to obtain such relief as authorized herein; and it is further

RESOLVED, that the acts, actions, and transactions taken by the officers of the Company, the Board or the Authorized Person prior to the date hereof in connection with any of the matters set forth in or described in this written consent are hereby ratified, confirmed, and approved in all respects as the acts and deeds of the Company; and it is further

RESOLVED, that the execution, delivery, filing and/or performance by or at the direction of the Authorized Person of any agreement, instrument, certificate or other document and the taking of any other action in connection with any of the matters set forth or described in this written consent shall evidence the approval thereof by the Authorized Person and the authority therefor and the approval, adoption, authorization, ratification and confirmation by the Authorized Person of such agreement, instrument, certificate, document or action; and it is further

RESOLVED, that notwithstanding anything to the contrary, the Authorized Person is authorized to take all such other actions as permitted by law or as may be directed or approved by the Bankruptcy Court in connection with any of the matters set forth or described in this written consent.

IN WITNESS WHEREOF, the undersigned have executed this written consent as of the date first above written.

/s/ Linda Shi

Linda Shi
Director & Chair

/s/ Herbert Kim Lyerly

Herbert Kim Lyerly
Director

/s/ Robert H. Arch

Robert H. Arch
Director

/s/ Kevin R. Smith

Kevin R. Smith
Director

/s/ Stephany Foster

Stephany Foster
Director

/s/ Chao Zhou

Chao Zhou
Director

/s/ Joon Kim

Joon Kim
Director